



The David J. Joseph Company



March 29, 2004

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20006-0001

RECORDATION NO. 24396-A FILED

APR 01 '04 11-33 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, one (1) original and one (1) copy of the Amendment No. 1 to Locomotive Equipment Lease dated as of March 3, 2004 between the following parties:

Lessee: Ramp Management, LLC
500 Turtle Cove Blvd Ste 220
Rockwall, TX 75087

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A for the equipment, three (3) locomotives, involved in this transaction.

This filing is to appear in the index as follows: Amendment No. 1 to Locomotive Equipment Lease dated as of March 3, 2004 related to three (3) locomotives bearing reporting marks NIS 1992, JTPX 1215 and JTPX 1263.

Please file this as a secondary document as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 24396. The filing fee for this document in the amount of \$30.00, is included on the enclosed check no. 556067. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

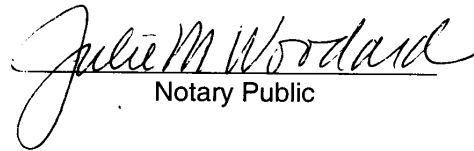
The David J. Joseph Company

Julie M. Woodard
Documentation Coordinator

Enclosures

CERTIFICATE

The undersigned, Julie M. Woodard, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.


Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires
September 24, 2007

24396-A FILED

AMENDMENT NO. 1
TO
LOCOMOTIVE EQUIPMENT LEASE

APR 01 '04 11:33 AM
SURFACE TRANSPORTATION BOARD

This Amendment No. 1 to Locomotive Equipment Lease ("Amendment No. 1"), is entered into this 3rd day of March, 2004, by and between **THE DAVID J. JOSEPH COMPANY** (formerly Joseph Transportation Services, Inc.) ("Lessor") and **RAMP MANAGEMENT, LLC** ("Lessee"), amending that certain Locomotive Equipment Lease dated February 20, 2003 (hereinafter referred to as the "Lease"), by and between Lessor and Lessee.

WHEREAS, the parties desire to amend the Lease, among other things, by replacing Units NIS 201 and NIS 202.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The Lease shall be amended to reflect that effective November 11, 2003, JTPX 1215 replaced NIS 202. [REDACTED]
2. The Lease shall be further amended to reflect that effective five (5) calendar days after delivery, JTPX 1263 will replace NIS 201. [REDACTED]
3. Exhibit A of the Lease shall be deleted and replaced with Exhibit A attached hereto.
2. All other terms and conditions of the Lease remain unchanged and in full force and effect.

REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK

IN WITNESS WHEREOF, the parties have caused this Amendment No. 1 to be executed as of the day and year first above written.

LESSOR

Signed and acknowledged
in the presence of:

Ronda M. Bughman

THE DAVID J. JOSEPH COMPANY

BY: Paul G. Jawsch

NAME: PAUL G. JAWSCH

TITLE: EVP

DATE: 3-23-04

LESSEE

Signed and acknowledged
in the presence of:

Remona Mueller

RAMP MANAGEMENT, LLC

BY: Thomas L. Earnshaw

NAME: Thomas L. Earnshaw

TITLE: President

DATE: 3/11/04

EXHIBIT A
DESCRIPTION OF UNITS

One (1) SW 900 and two (2) SW-1200's bearing the reporting marks:

NIS 1992, JTPX 1215 AND JTPX 1263, respectively